

EXHIBIT B



U.S. Department of Justice

Antitrust Division

San Francisco Office

450 Golden Gate Avenue

Box 36046

San Francisco, California 94102

Telephone (415) 436-6660

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June 15, 1999

VIA FACSIMILE (202)293-6330

John Warden, Esq.
Sullivan & Cromwell
1701 Pennsylvania Avenue, N.W.
Washington, DC

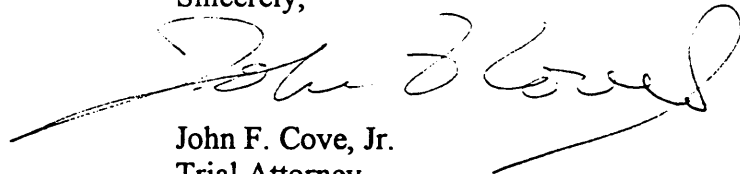
Re: United States v. Microsoft Corp.

Dear Mr. Warden:

One of the trial exhibits Microsoft used yesterday, document numbered MS98 0241166, contains a message from Greg Shaw, a Microsoft public relations person, to several Microsoft executives, none of whom are lawyers, which has been redacted on the grounds of privilege. Please fax us an unredacted copy of this document today at (202)307-1454.

This prompts me to raise a related issue. The plaintiffs have not received a privilege log for documents withheld or redacted on the grounds of privilege for any of Microsoft's document productions in response to the plaintiffs' trial subpoenas. Please provide us with a privilege log for any subpoenaed documents withheld on the grounds of privilege and not previously listed in a privilege log by COB today.

Sincerely,



John F. Cove, Jr.
Trial Attorney

cc: Stephen Houck, Esq.

EXHIBIT C



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June 15, 1999

VIA FACSIMILE (202)293-6330

Michael Lacovara, Esq.
Sullivan & Cromwell
1701 Pennsylvania Avenue, N.W.
Washington, DC

Re: United States v. Microsoft Corp.

Dear Michael:

This letter is to confirm the request that I made in our telephone conversation today regarding my earlier letter to John Warden.

You indicated that you did not believe that Microsoft had sufficient time to prepare the privilege log called for by the trial subpoenas, and that you would have someone in Redmond call me to discuss the logistics. You also indicated that you believed that MS98 0241166 was properly redacted on the grounds of attorney-client privilege because Mr. Shaw was forwarding an email written by a lawyer, and that you were not willing to provide us with an unredacted copy.

I indicated that I was willing to discuss the logistics of the production of a complete privilege log, but requested that you provide a written claim of privilege, which should include all the information relating to the claim of privilege called for by the subpoena, for the material redacted in MS98 0241166 by COB today, and also that you bring an unredacted copy of MS98 024116 to court tomorrow, in the event that the parties determined that this was a dispute that needed to be resolved by the court. You suggested that you were not willing to do so in the absence of a motion.

I request that you reconsider your position. It is clearly not an undue burden to prepare a written claim of privilege for a single document by COB today. This is not unreasonable since, as you know, MS98 0241166-67 is a variation on Defendant Exhibit 2533, which Microsoft attempted to introduce yesterday, and may well shed light on the questions that Mr. Warden asked about how Mr. Gates' email came to be in AOL's files. Once we receive the information called for by the subpoena relating to the claim of privilege for this one document, we will decide whether a motion is warranted. In light of the short time remaining in the trial, we may make any motion orally tomorrow morning so that we can resolve all the outstanding issues relating to Mr Colburn's testimony at that time. Having the unredacted email available will not

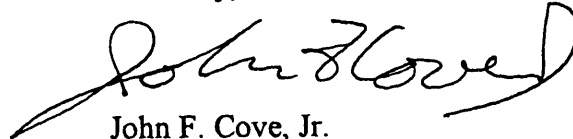
Michael Lacovara, Esq.

June 15, 1999

Page 2

prejudice your client's substantive rights and will expedite the resolution of any unresolved issues.

Sincerely,

A handwritten signature in black ink, appearing to read "John F. Cove, Jr.", with a stylized, flowing script.

John F. Cove, Jr.
Trial Attorney

cc: Stephen Houck, Esq.

EXHIBIT D

SULLIVAN & CROMWELL

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Washington, D.C. 20006-5805*

125 BROAD STREET, NEW YORK 10004-2498
444 SOUTH FLOWER STREET, LOS ANGELES 90071-2901
8, PLACE VENDÔME, 75001 PARIS
ST. OLAVE'S HOUSE, 91 IRONMONGER LANE, LONDON EC2V 8EY
101 COLLINS STREET, MELBOURNE 3000
2-1, MARUNOUCHI 1-CHOME, CHIYODA-KU, TOKYO 100
NINE QUEEN'S ROAD, CENTRAL, HONG KONG
CBERLINDAU 54-58, 60323 FRANKFURT AM MAIN

June 15, 1999

VIA FACSIMILE

John F. Cove, Jr., Esq.,
United States Department of Justice,
325 Seventh Street, N.W.,
Room 615,
Washington, DC 20530.

Re: *United States v. Microsoft*

Dear John:

Let me begin my response to your second letter of today by correcting one of its more obvious errors. I did not say that Microsoft had not "had sufficient time to prepare [a] privilege log." What I said was that it was unreasonable for you to wait more than two months after the documents had been produced to demand a privilege log, to do so in the middle of the trial (and with about a week until its conclusion), and to demand production by "COB today." I also said that I would refer your request to the lawyers in Redmond who handle such matters and would have them call you. That I have done and you should expect a call.

Your asserted justification for asking me more formally to articulate a basis for the privilege claim is thin, given that there is no document in evidence. I suspect that what you are doing is attempting to manufacture a record so that you may make something of this in the morning. I think this entire matter is, to coin a phrase, nothing more than a trial stunt, and I shall not facilitate it. Lest there be any lack of clarity in my position, here it is:

1. The document about which you inquire is not in evidence and was not offered in evidence.

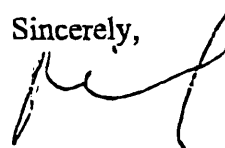
2. The questions Mr. Warden asked about how a *different* document (although one embedded, in a different form, in the document about which you now inquire) came to be in AOL's files were prompted by a foundation objection from your colleague, Mr. Boies. Mr. Warden was well within appropriate bounds of advocacy and the principles of evidence in seeking to ascertain whether the witness could assist in providing foundation for the document. He could not, and the document was not admitted.

3. I have stated our basis for asserting a privilege claim as to parts of the document, and you admitted when we spoke (a) that you may well have misread or misunderstood the document when you sent your initial letter this morning, and (b) that you had no basis to challenge my explanation as to the privileged nature of the redacted portions of the document. Your more recent letter does not alter the situation in any material respect.

4. To the extent that it implies that Mr. Warden had any knowledge as to the way in which DX 2533 came to be in AOL's files, your letter is unfounded and offensive. If you have some knowledge on that subject, please share it with me.

I shall be candid, John. I think you are fishing, and the sense of urgency reflected in your letters is a contrivance. If you believe you have *any* credible basis for challenging the privilege designations, proceed as you have done before – file a motion, give Microsoft the opportunity to respond and we shall let the Court decide.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael Lacovara', with a stylized, flowing script.

Michael Lacovara